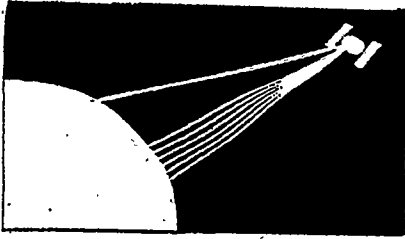


**EXHIBIT 1**

**Matrix Cablevision, Inc.**



**MATRIX**  
**CABLEVISION, INC.**

12333 S. Saratoga-Sunnyvale Road  
Saratoga, California • 95070  
408-253-6590  
FAX 408-253-6591

2 CATV headends / 2 SMATV headends  
1180 CATV subscribers / 366 SMATV subscribers

November 18, 2002

To: Emily Denney  
Via Fax: 312-372-3939

In early October, Disney Corporation called and asked why I had not launched Soap Net yet. I told them my subscribers do not want this channel and I wasn't going to launch it. She said we would lose our local ABC affiliate (KGO-San Francisco) if we didn't add Soap Net and that she would forward this matter to their legal department. I said to go ahead and do so.

As of today's date I've not heard back from anyone at Disney. I cannot politely tell you how I feel about that company.

Sincerely,

A handwritten signature in black ink, appearing to read "Brad Daniel", written over a horizontal line.

Brad Daniel  
President

**EXHIBIT 2**

**Catalina Cable TV Co.**

Dear American Cable Association,

Following are some examples of unreasonable retransmission consent abuse I have dealt with recently.

1. ABC attempted to force us to put Disney on basic, which caused us to drop Disney or raise our rates. We still have been unable to put Disney back on. I attempted to negotiate with Disney for 6 months, explaining my situation that each time I raise my rates my price gets closer and closer to the little dish, which will devastate my business. Disney was unwilling to compromise or work with me in any way whatsoever.

2. ABC forced us to put the SoapNet on.

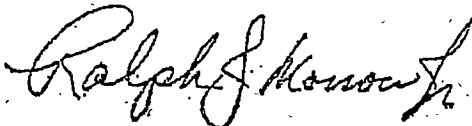
3. Recently FOX Sports sent us contracts for Fox Sports 1 and 2. The contract for Fox Sports 1 would have raised rates to OVER \$3.00 a sub per month. I have attempted to negotiate, and their final offer raises the rates to \$3.00 a sub per month. I have not signed these contracts yet. It is still out of the question. It will FORCE me to raise my rates. We are already subsidizing our cable TV income with income from our internet service in order to compete with the little dish. Fox has also required us to add the Fox Digital Nets in order to carry Channel 11 KTTV (Fox affiliate). We currently carry EVERY Fox channel available (except the new Fox Digital Nets). The representative is from the Fox corporation.

Following are the Fox Channels we carry and what the station location is in our lineup.

KTTV	11
KCOP	13
Fox Sports	14
Fox Sports 2	15
Fox Family Network	19
Fox News	20
FX Movies	45
FX	65
Fox Sports World Espanol	604

Thank you for your help in this matter. Between the large conglomerates and the dish networks, a small independent cable company is on a very uneven playing field.

Sincerely,



Ralph J. Morrow Jr.  
Catalina Cable TV CO.

## **EXHIBIT 3**

**StarVision**

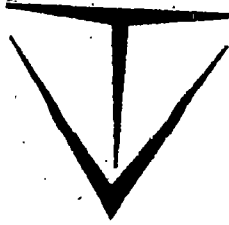
- 1 WTVD - Raleigh/Durham
- 2 Requires Disney/Toon Disney/Soap Net or .70 per subscriber. Additionally, this is a long-term contract through 12/31/08.
- 3 An account executive with ABC Network Group.
- 4 Will not budge from one or the other of the above listed terms.
- 5 None.
- 6 Artificially inflates the cost of "basic", plus having to handle new launch programs that our customers have not requested.

Report from Larry King, General Manager of StarVision

**EXHIBIT 4**

**Mid-Coast Cable Television, L.P.**

# Mid-Coast CABLE Television, L.P.



P.O. Box 1269  
El Campo, TX 77437

979-543-6858  
Fax 979-543-9501

Tuesday, November 19, 2002

## KTRK-TV/13 ABC Houston, Texas

11-19-02 Paula Kopka and Carl Ossipoff both with ABC Group/Disney called and wanted to discuss the terms of Retransmission Consent for KTRK-TV/13. They are both handling negotiations for the broadcaster and are both the people that we dealt with on our Disney carriage when Disney was turned off in our system because we would not carry it on Basic cable and pass the cost on to our customers. They are also the representatives of the satellite programmer. They gave us 2 (two) options to consider in order to continue carriage of KTRK-TV/13 from Houston, Texas on our cable system.

### OPTION # 1

Mid-Coast Cable Television could add Disney to its cable lineup and pay .85 cents per subscriber per month for the Disney service.  $6482 \text{ subs.} \times .85 = \$ 5,509.70 \text{ per month}$

We carried Disney as a premium channel and charged our customers \$7.00 a month for the service as long as they allowed us to carry the service and only provide it to the customers that wanted the service. We only had 143 customers willing to subscribe to the service when ABC/Disney forced us to either move it to basic service or they would no longer provide our customers and us with the service. We were not willing to pay their then asking price of .82 cents per subscriber for their service and pass that cost on to each of our customers. They turned Disney off at 6 PM after hours without notice. They made contact with one of our city franchising authorities in an effort to apply pressure to us to carry their service and I received donut/form letters from the city council persons that were all cut from the same mold. Our customers are happy without Disney. So Option #1 is not acceptable. Also I might add that we have no available space to add another channel to our cable system without costly upgrades to do so. We have a 450Mhz system and every channel is used. We felt then and still do that we would have been forcing our other 6339 subscribers to pay for something they apparently did not want. We have been without Disney since 10-09-01 at 6PM.

*Our Home Entertainment Connection. . . .*



**OPTION #2**

Mid-Coast Cable Television could pay KTRK-TV/13 (ABC Group) .70 cents per subscriber to continue carriage of the broadcast station on our local cable system. 6482 subs. X .70 = \$4,537.40 per month

Option #2 is also not acceptable since we have another ABC station, which serves our market that has fallen, by default, into Must Carry status.

In order for use to remain competitive in the provider market we must try to hold our programming cost to a minimum. We currently only charge \$29.99 for 50 channels of cable service, while the national average last year was \$7.00 per month higher than our Expanded Cable Service.

During Retransmission negotiations the following has occurred:  
The first negotiations in 1993 we were forced to carry ESPN II in order to continue to carry KTRK-TV/13 and signed a 6 (six) year term. The second negotiations in 1999 they forced us to carry Soap Net (still another of their services). Now in 2002 they are trying to force us to carry their Disney service to offset direct charges from KTRK-TV/13.

**THIS HAS GOT TO STOP SOMEWHERE. NEITHER OUR CUSTOMERS NOR  
US CAN AFFORD IT. WE ARE ALSO NEGOTIATING WITH NBC, FOX, AND  
CBS, AND WILL KEEP YOU POSTED.**

Wayne Neal  
Vice President & GM

**EXHIBIT 5**

**Griffin Broadband Communications**



**Griffin Broadband Communications**  
Cable Television High-Speed Internet Telephone

October 21, 2002

Mr. W. Kenneth Ferree  
Bureau Chief  
Media Bureau  
Federal Communications Commission  
445 12<sup>th</sup> Street, S.W.  
Washington, D.C. 20554

Dear Mr. Ferree,

I am writing to bring you the perspective of an independent cable television operator to an issue with which must be familiar; the use of retransmission consent by the major broadcast networks to force carriage of their affiliated cable networks. Griffin Broadband Communications owns Total TV of Fort Irwin serving Fort Irwin, California. Fort Irwin is home to the U.S. Army's National Training Center and we're proud to be a part of its community. We acquired Total TV in February of 2002 and during these last few months, we've added additional channels of programming, launched high speed cable modem internet services and vastly improved the customer service aspects of our business. We plan to add a digital tier of service and continue to upgrade and improve the quality of the services offered to the soldiers and their families. In short, we've successfully gained momentum, become an important partner in the community and increased the value for the subscriber as evidenced by our growing subscriber base.

At this critical juncture of our business plan, that momentum and goodwill acquired through so much hard work is threatened by the capricious and selfish demands of the major broadcast networks. By tying their retransmission consent to our agreement to carry other of their cable networks, they have essentially withheld valuable programming our subscriber wants such as local news, weather and sports to force the carriage of their less desirable programming. They've removed consumer choice from the equation, forcing us to take additional programming regardless of our subscribers' desires to have it or their ability to pay for it. And because we're a small analog system with limited channel slots, we could be forced to remove programming our subscribers have told us they want to make room for these networks. This practice increases our costs, reduces our flexibility and uses up valuable channel capacity; limiting our ability to manage our business and hindering our responsiveness to the community we serve. Further, as it places a burden on us to explain the irrational behavior behind a decision to change their programming and possibly prices, it causes harm to our credibility and standing in the community.

Mr. W. Kenneth Herroc  
October 21, 2002

Page 2

As broadcast networks acquire more cable networks and create new ones of their own, they can blithely ignore the marketplace knowing they can force carriage of their networks through retransmission consent, pushing all their risks onto the cable operator. Our choices are quickly being limited to the major broadcast networks offerings, as independent networks will be wedged out of small systems like ours because we simply will not have channel capacity to carry them. We cannot afford to ignore the value our customers place on local channels and therefore, must capitulate to the demands of the broadcast networks, clearly a fact not lost on them.

Alarming, we see no relief in the future from these practices, but instead see further limitation of choice. Issues of dual must carry, use of spectrum to create even more channels and the already burgeoning practice of "re-purposing" will continue to limit choice of content and diminish the value of the programming and the programmer for both our subscribers and us as operators. It would seem that the broadcast network's control of content and choice will only continue to grow.

I urge you to consider the plight of small operators like us as the American Cable Association, the National Cable Television Cooperative and others bring this message to Capitol Hill and the Federal Communications Commission. Many small operators like Griffin are working to bring broadband infrastructure and advanced services to the rural communities that have been ignored by major operators. We believe we can do so in a way that will bring quality services to our customers and reward our risks to do so. However, the emerging climate highlighted by this retransmission consent tying threatens our ability to move forward and see these plans through to the end.

I appreciate your consideration of our circumstances and I, on behalf of Total TV of Fort Irwin, would willingly make myself available to discuss these issues further.

Sincerely,

/s/

Philip W. Trammell  
Executive Vice President  
940-964-2751

C: Matthew M. Polka, President, American Cable Association  
Mike Pandzik, President & CEO, National Cable Television Cooperative

Griffin Broadband Communications, Inc.  
P.O. Box 11042  
Fort Irwin, CA 92310

**EXHIBIT 6**

**Plantation Cablevision, Inc.**

Emily Denney

**From:** Joel Hall [joelhall@plantationcable.net]  
**Sent:** Tuesday, November 19, 2002 8:35 AM  
**To:** edenney@cm-chi.com  
**Subject:** Retransmission Consent in Atlanta DMA

Dear Emily,

I am Joel Hall With Plantation Cablevision, Inc. located in the Atlanta DMA. We have one headend with 2941 Subscribers. I have two networks so far that are asking for unreasonable terms.

1. WAGA - Fox Affiliate in Atlanta, Ga.

Asking for carriage of Fox Sports Digital Atlantic; Fox Sports Digital Central; Fox Sports Digital Pacific. Fox Cable (Satellite Programmer) is negotiating for WAGA (The Station). Told would not sign an agreement with any ties to channel carriage. Also think will try to tie Digital Carriage of HD feeds when agreements sent.

2. WATL - WB Affiliate in Atlanta, Ga.

Asking for carriage of WGN and Digital Carriage of HD feed when we launch any other station's HD feed. The agreement was sent by the General Manager of the Station. WB 36 is A Tribune Broadcasting Station. Told General Manager that WGN had been dropped due to Copy Right Fees in the tens of thousands of dollars per year once we went to long form. No real response from General Manager as to what direction they were going to take.

I still have not heard from CBS - WGCL and UPN - WUPA who have opted for retransmission consent. ABC - WSB and NBC - WXIA have opted for must carry along with other smaller non-affiliated stations.

Plantation Cablevision already carries the full assortment of Fox Cable Channels. The ones mentioned above are the only one's we are not carrying to my knowledge on basic or Hits. Our customers should have the right to choose what stations they would like to see added not the **Broadcasters** or the **Satellite Programmers**. This is not what Congress intended. Financially we can not agree to carry WGN and could loose our only WB affiliate if this becomes a significant issue. Again, This is not what Congress intended.

Thanks for any Help,

Joel Hall  
General Manager  
Plantation Cablevision, Inc.

12/4/02

**EXHIBIT 7**

**Cannon Valley Cablevision, Inc.**

CANNON VALLEY CABLEVISION, INC.  
202 North First Street  
Bricelyn, MN 56014

SUMMARY OF RETRANSMISSION NEGOTIATIONS TO DATE

November 25, 2002

**Requests received and negotiations thus far:**

Cannon Valley Cablevision, Inc. has received notification from broadcasters representing 9 off air stations. Thus far, the requests have fallen into the following categories:

	<u>THIS YEAR</u>	<u>THREE YEARS AGO</u>
Requesting Must Carry:	1	2
Requesting Free Retran:	1	6
Received Compensation:		1
Want to Negotiate Retran:	5	0
Request additional channels carried: 2 (Fox/UPN)		0

Specifically, Cannon Valley has settled with only 2 broadcasters to date. The first is KEYC-TV, a local, rural CBS affiliate in Mankato, Minnesota, who requested Must Carry. Three years ago, they also requested Must Carry. The second is KMWB, an independent Twin Cities broadcaster who requested no-fee Retransmission Consent. Three years ago, they also requested no-fee R.C. In both cases, there was no need for negotiation, as both indicated they were pleased to have their signal relayed to Cannon Valley customers.

This year, five broadcasters has notified Cannon Valley that they will be requesting Retransmission Consent, but have not made any proposals to date.

A representative from Fox has met with me six weeks ago and requested more carriage of Fox satellite services in lieu of "substantial" but unspecified retransmission fees for KMSP (FOX) and WFTC (UPN); both Twin Cities broadcast stations. Their representative indicated the fees could be as high as \$1.00 per channel, but would not be more specific. After indicating to the FOX representative that we did add HITS QT to our largest system (980 customers) and that FOX programming was included in that lineup, she indicated that would satisfy their mandate and that system was off the table. I asked if I could get "credit" for existing satellite services, e.g. FX, that had been added the previous year, and was told no, I needed to add something offered by FOX in the other systems to escape paying retransmission fees. I asked her to put their proposal in writing, and have to date received nothing.



***Effect on Cannon Valley:***

The forced carriage of Fox products means Cannon Valley will pay broadcast fees in lieu of retransmission consent fees to continue to carry these Fox/UPN broadcasters. This year, the percentage of affiliate fees for Basic Service has already risen from 43% of the 2001 subscriber rate to 52% of that rate in 2002. That rise in cost forced Cannon Valley to raise Basic Service rates to keep pace with increases in affiliate fees. Further demands for fees will only cut already slim margins and our ability to compete in the video marketplace.

Finally, I have contacted other rural cable companies in Minnesota, with the offer that collectively we could obtain legal council to understand our rights, potentially to negotiate as a unit, and possibly to coordinate with the ACA to intervene at the FCC.

If I can be of further assistance, please don't hesitate to contact me.

Sincerely,

Scott W. Johnson  
President

**EXHIBIT 8**

**Sunflower Broadband**



**Sunflower Cable**  
**Proposal for Retransmission Consent Arrangement**  
**November 12, 2002**

---

Retransmission consent proposal for Sunflower Cable shall consist of both a cable distribution agreement and retransmission consent agreement. Both agreements together will constitute the complete retransmission consent arrangement.

**Cable Distribution Proposal:**

<u>Network</u>	<u>System</u>	<u>Incremental Subs</u>	<u>Launch/Carriage</u>	<u>Launch Date</u>
Digital Nets	Lawrence, KS	Approx. 4,000	Per NCTC deal	June 30, 2003
Fox Movies	Lawrence, KS	Approx. 3,000	Digital	June 30, 2003
"Fox Extreme"*	Lawrence, KS	Approx. 4,000	Same as FSDN	Launch of Network

Launches for *Digital Nets* and *Fox Movie Channel* to occur through NCTC.

Launches for "Fox Extreme" may go through NCTC in the event an NCTC deal is reached.

\* Working title.

**Retransmission Consent Agreement:**

Shall consist of standard terms and conditions for carriage of all in-market Fox O&O's and out of market O&O's currently carried, including but not limited to channel position, digital carriage and VBI language.

*Valid for discussion purposes only through 12/31/02. This is not an offer.*

**EXHIBIT 9**

**Chibardun Cable T.V.**

2/06/02 FRI 12:25 FAX 412 922 2110

PO BOX 164, 110 N. SECOND AVENUE

WISCONSIN WI 54733

TEL: 715.837.1011

TOLL FREE: 1.800.924.3405

FAX: 715.837.1196

AMER CBL ASSOC

CHRIS CINNAMON 001

CTC LONG DISTANCE

CTC WIRELESS

CTC TELCOM

CTC CABLE

CTC NET

Telephone Cooperative, Inc

COMMUNICATING SOLUTIONS.  
IT'S WHAT WE DO.

November 26, 2002

Ms. Kate Kingsley  
Fox Cable Network Group  
11358 Viking Drive  
Eden Prairie, MN 55344-7258

Re: Retransmission Consent Agreement

Ms. Kingsley,

This letter is in response to our telephone conversation of November 26, 2002. In our "negotiations" of a retransmission agreement, you have stated that the only way that we can continue to carry WFTC (UPN 29) and KMSP (Fox 9) for our customers is for us to launch another Fox affiliated channel such as Fox Sports North ( \$2.04 per sub per month) or National Geographic ( \$ .16 per sub per month). Your demand is unreasonable and borders on extortion.

Chibardun Cable T.V. Corporation is a small company serving six rural communities and a total of only 2000 customers. CTC Telcom serves three communities and only 1500 customers. Already, over 50% of all revenues collected from end users go to directly to video programmers. It is, by far, our single largest expense. Retransmission consent contingent on additional satellite channels that require monthly programming fees is an option that cannot be accepted, by us or by our customers.

If the Fox Cable Network is unwilling to change its position, Chibardun Cable and CTC Telcom will be forced to remove KMSP (Fox 9) and WFTC (UPN 29) from our systems on December 31, 2002.

If you have any questions in regard to this matter, please contact me at 715-837-2320.

Sincerely,

*Scott J. Hickok*

Scott Hickok  
Plant Manager

cc. Carol Rueppel, Vice President, FOX Television  
Matt Polka, President, American Cable Association  
Michael K. Powell, Chairman, FCC  
Kathleen Q. Abernathy, Commissioner, FCC  
Michael J. Copps, Commissioner, FCC  
Kevin J. Martin, Commissioner, FCC  
Jonathan Adelstein, Commissioner, FCC

**EXHIBIT 10**

**City of Wyandotte, Michigan  
Municipal Service Commission**

RESOLUTION 11-2002-04

A RESOLUTION OBJECTING TO THE ACTIONS OF FOX CHANNEL 2 AND FOX  
CABLE NETWORKS REGARDING RETRANSMISSION CONSENT AND  
DIRECTING CERTAIN ACTIONS IN RESPONSE

WHEREAS, the City of Wyandotte, Michigan, owns and operates a municipal cable television system for the benefit of its local citizens and businesses; and

WHEREAS, in the operation of its municipal cable television system the City of Wyandotte is required to negotiate every three years for the right to retransmit certain free, over-the-air local broadcast stations pursuant to the "Retransmission Consent" laws and regulations of the U.S. government; and

WHEREAS, many such free, over-the-air broadcast stations are owned by large media conglomerates that are attempting to use their combined content and market power to force the carriage of additional programming owned by said media conglomerates at the expense of the citizens and businesses of the City of Wyandotte; and

WHEREAS, Fox Channel 2 in Detroit is attempting to force the City of Wyandotte to take and pay for an additional channel owned by Fox Channel 2's parent company, Fox Cable Networks, for a period of five to ten years as a condition of allowing Wyandotte's municipal cable system to retransmit Fox Channel 2 to local citizens and businesses for the next three years; and

WHEREAS, the actions of Fox Channel 2 and Fox Cable Networks, if successful, will reduce the choices available to Wyandotte citizens and businesses and increase the cost of basic and/or digital cable television programming services; and

WHEREAS, The City of Wyandotte Municipal Service Commission, on behalf of the citizens and businesses of the City of Wyandotte, strongly objects to any attempt to force the carriage of additional channels owned by Fox Cable Networks as a condition of retransmitting Fox Channel 2's free, over-the-air broadcast television signal; now therefore,

BE IT RESOLVED by the Wyandotte Municipal Service Commission, a majority of its members thereto concurring, that:

1. The General Manager be and hereby is directed to investigate alternatives including legal, regulatory, legislative or other remedies, to prevent the forced carriage of additional Fox Cable Networks

programming as a condition of the right to retransmit Fox Channel 2 on the municipal cable television system and to recommend an appropriate course of action to the Wyandotte Municipal Service Commission at a future meeting of this body;

2. The General Manager be and hereby is directed to notify local citizens and businesses served by the municipal cable television system of the attempt by Fox Channel 2 and Fox Cable Networks to tie additional cable programming to the retransmission of Fox Channel 2 on the municipal cable television system;
3. The General Manager be and hereby is directed to notify local citizens and businesses of the possibility that the municipal cable television system may be forced to cease retransmission of Fox Channel 2 as of January 1, 2003, because of the actions of Fox Channel 2 and Fox Cable Networks; and,
4. The General Manager be and hereby is directed to notify Fox Channel 2 and Fox Cable Networks of the City of Wyandotte's strong objection to their attempts to force the carriage of additional Fox Cable Network programming as a condition of the right to retransmit Fox Channel 2 on the municipal cable television system and to include a copy of this Resolution in said communication;
5. The General Manager be and hereby is directed to contact the Federal Communications Commission for the following purposes:
  - A. File a letter in support of the Petition for Inquiry into Retransmission Consent Practices filed by the American Cable Association on October 1, 2002 (the "Petition"); and,
  - B. Request that the Federal Communications Commission take action forthwith in regard to the Petition to investigate and eliminate the retransmission consent abuses taking place in television markets all across the United States, including those markets served by the Wyandotte municipal cable television system; and,
  - C. Request that the Federal Communications Commission either take direct action or make recommendations to the United States Congress to address the harms caused by such egregious retransmission consent practices that force consumers, such as the citizens and businesses served by Wyandotte's municipal cable television system, to pay for free, over-the-air broadcast television signals.



ADOPTED this 26th day of November, 2002.

ATTEST:

WYANDOTTE, MUNICIPAL SERVICE COMMISSION

By: 151  
President

By: 151  
Secretary

# EXHIBIT C

# Summary of Station Ownership

Owner	Station	Market
Disney Enterprises Inc./ The Walt Disney Co.	KABC-TV	Los Angeles, CA
	KFSN-TV	Fresno, CA
	KGO-TV	San Francisco, CA
	WLS-TV	Chicago, IL
	WJRT-TV	Flint-Saginaw-Bay City, MI
	WABC-TV	New York, NY
	WTVD	Durham-Raleigh-Fayetteville, NC
	WTVG	Toledo, OH
	WPVI-TV	Philadelphia, PA
	KTRK-TV	Houston, TX
Hearst-Argyle Television Inc.	KHBS	Fort Smith, AK
	KHOG-TV	Fayetteville-Springdale, AK
	KCRA-TV	Sacramento, CA
	KQCA	Stockton-Sacramento, CA
	KSBW	Salinas-Monterey, CA
	WESH	Daytona Beach-Orlando, FL
	KHVO	Hilo, Hawaii
	KITV	Honolulu, Hawaii
	KMAU	Wailuku, Hawaii
	KCCI	Des Moines, IA
	WLKY-TV	Louisville, KY
	WDSU	New Orleans, Louisiana
	WBAL-TV	Baltimore, Maryland
	WCVB-TV	Boston, MA
	WAPT	Jackson, Mississippi
	KMBC-TV	Kansas City, MO
	KETV	Omaha, NE
	WMUR-TV	Manchester, NH
	KOAT-TV	Albuquerque, NM
	KOCT	Carlsbad, NM
	KOFT	Farmington, NM
	KOVT	Silver City, NM
	WPTZ	Plattsburgh, NY
	WXII	Greensboro-High Point & Winston-Salem, NC
	WLWT	Cincinnati, OH
	KOCO-TV	Oklahoma City, OK
	WGAL	Lancaster, PA
	WTAE-TV	Pittsburgh, PA
	WYFF	Greenville, SC-Spartanburg & Asheville, NC
	WNNE	Hartford, VT-Hanover, NH
	WBOY-TV	Clarksburg-Fairmont, WV
	WISN-TV	Milwaukee, WI
Cox Enterprises Inc.	KICU-TV	San Jose, CA
	KTVU	Oakland-San Francisco, CA
	WFTV	Orlando-Daytona Beach-Melbourne, FL
	WRDQ	Orlando, FL
	WSB-TV	Atlanta, GA
	KRXI	Reno, NV
	WAXN	Kannapolis, NC
	WSOC-TV	Charlotte, NC
	WHIO-TV	Dayton-Springfield, OH
	WTOV-TV	Steubenville-Wheeling, West Virginia, OH
	WJAC-TV	Johnstown, PA
	WPXI	Pittsburgh, PA
	KFOX-TV	El Paso, TX

Fox Television Stations Inc.	KIRO-TV	Seattle, WA
	WBRC	Birmingham, Alabama
	KSAZ-TV	Phoenix, AZ
	KUTP	Phoenix, AZ
	KBHK-TV	San Francisco, CA
	KCOP	Los Angeles, CA
	KTTV	Los Angeles, CA
	KDVR	Denver, CO
	KFCT	Fort Collins, CO
	WTTG	Washington DC
	WRBW	Orlando, FL
	WTVT	Tampa-St. Petersburg, FL
	WAGA	Atlanta, GA
	WFLD	Chicago, IL
	APP	Paintsville, KY
	WUTB	Baltimore, Maryland
	WFXT	Boston, MA
	WJBK	Detroit, MI
	KFTC	Bemidji, MN
	KMSP-TV	Minneapolis-St. Paul, MN
	WFTC	Minneapolis-St. Paul, MN
	APP	Jackson, Mississippi
	KTVI	St. Louis, MO
	WDAF-TV	Kansas City, MO
	WNYW	New York, NY
	WWOR-TV	New York, NY-Secaucus, New Jersey
	WGHP	Greensboro-High Point & Winston-Salem, NC
	WJW	Cleveland, OH
	KPTV	Portland, OR
	WTFX-TV	Philadelphia, PA
	WHBQ-TV	Memphis, TN
	KDFI	Dallas-Fort Worth, TX
	KDFW	Dallas-Fort Worth, TX
	KRIV	Houston, TX
	KTBC	Austin, TX
	KSTU	Salt Lake City, UT
	APP	Richmond, VA
	WITI	Milwaukee, WI
Gannett Broadcasting Group - Gannett Co.	KMOH-TV	Kingman, AZ
	KNAZ-TV	Flagstaff, AZ
	KPNX	Phoenix-Mesa, AZ
	KTHV	Little Rock, AK
	KXTV	Sacramento-Stockton, CA
	KUSA-TV	Denver, CO
	WUSA	Washington DC
	WJXX	Orange Park, FL
	WTLV	Jacksonville, FL
	WTSP	St. Petersburg-Tampa, FL
	WMAZ-TV	Macon, GA
	WXIA-TV	Atlanta, GA
	WCSH	Portland, Maine
	WLBZ	Bangor, Maine
	WZZM-TV	Grand Rapids, MI
	KARE	Minneapolis-St. Paul, MN
	KSDK	St. Louis, MO
	WGRZ-TV	Buffalo, NY
	WFMY-TV	Greensboro-High Point & Winston-Salem, NC
	WKYC-TV	Cleveland, OH
	WLTX	Columbia, SC
	WBIR-TV	Knoxville, TN

Total Stations - 104

Total Markets - 60

Total Households - 65 million

# **EXHIBIT D**

**EXAMPLES OF RETRANSMISSION CONSENT ABUSE  
REPORTED BY ACA MEMBERS  
November 1, 2002 – January 31, 2003**

Network Owner/ Broadcasting Group	Station/Network	Designated Market Area	Demand for Carriage of Local Station
The Walt Disney Company	WPVI-TV ABC	Philadelphia, PA	2 Options: Must launch SoapNet, Toon Disney, and Disney Channel to carry ABC OR Pay \$0.70/subscriber/month to carry ABC
	WTVG ABC	Toledo, OH	Must launch SoapNet and Disney Channel for 5 years to carry ABC
	KTRK-TV ABC	Houston, TX	2 Options: Must launch Disney Channel and pay \$0.85/subscriber/month OR Pay \$0.70/subscriber/month to carry ABC
	KGO-TV ABC	San Francisco, CA	2 Options: Must modify and extend term for carriage of Disney Channel, Toon Disney, and SoapNet services to 2008 to carry ABC or launch Disney Channel and Toon Disney to carry ABC OR Pay \$0.70/subscriber/month to carry ABC

Network Owner/ Broadcasting Group	Station/Network	Designated Market Area	Demand for Carriage of Local Station
Fox Television Stations, Inc.	WFTC-TV Fox	Minneapolis-St. Paul, MN	Must launch Fox Sports North at \$2.04/subscriber/month and National Geographic at \$0.16/subscriber/month to carry Fox and UPN or pay \$0.65/subscriber/month to carry Fox and \$0.30/subscriber/month to carry UPN
	KMSP-TV UPN		
	WTFX-TV Fox	Philadelphia, PA	Must launch Fox Sports Pittsburgh on non-Philadelphia market cable system, National Geographic, and Speed Channel to carry Fox and UPN
	WWOR UPN	New York-Secaucus, NJ	
	WAGA Fox	Atlanta, GA	Must launch National Geographic to carry Fox
	WAGA Fox	Atlanta, GA	Must launch Fox Sports Net to carry Fox
	WAGA Fox	Atlanta, GA	Must launch Fox Sports Digital Atlantic, Fox Sports Digital Central, and Fox Sports Digital Pacific to carry Fox
	WFXT Fox	Boston, MA	Must launch 3 regional Fox-owned sports channels and Fox Sports World to carry Fox
	WHBQ-TV Fox	Memphis, TN	Must pay \$0.19/subscriber/month for Fox Sports South Net to carry Fox
	WTTG - Fox	Washington, D.C.	Must agree to a 5-year agreement to carry a new, undeveloped Fox-owned cable service

Network Owner/ Broadcasting Group	Station/Network	Designated Market Area	Demand for Carriage of Local Station
	WFLD Fox	Chicago, IL	Must launch Fox Movie Channel or FX to carry Fox or pay \$0.65/subscriber/month to carry Fox
	KDVR Fox	Denver, CO	Must launch FX to carry Fox
	KSTU Fox	Salt Lake City, UT	Must launch any other Fox-owned cable service to carry Fox
	WTTG Fox	Washington, D.C.	Must launch a new, undeveloped, Fox-owned cable service to carry Fox
	WOFL Fox (Meredith Corp.)	Orlando, FL	Must launch Sunshine Network, Speedvision or Fox Movie Channel
	WRBW UPN (Fox Television Stations)	Orlando, FL	
	WOGX Fox (Meredith Corp.)	Ocala-Gainesville, FL	

Network Owner/ Broadcasting Group	Station/Network	Designated Market Area	Demand for Carriage of Local Station
Gannett Broadcasting Group and Affiliated Companies	KNAZ-TV NBC	Flagstaff, AZ	Must pay monthly per subscriber fees as follows: \$0.21 in 2003; \$0.23 in 2004; and \$0.25 in 2005 to carry NBC
	KPNX NBC	Phoenix-Mesa, AZ	
	WJAC-TV NBC	Johnstown, PA	Must pay \$0.18/subscriber/month to carry NBC
	WXIA-TV NBC	Atlanta, GA	Must pay monthly per subscriber fees as follows: \$0.19 in 2003; \$0.20 in 2004; and \$0.21 in 2005 and carriage of a new, undeveloped cable service to carry NBC
	WMAZ-TV CBS	Macon, GA	Must pay monthly per subscriber fees as follows: \$0.75 in 2003; \$0.85 in 2004; and \$1.00 in 2005 to carry CBS
	KXTV ABC	Sacramento-Stockton, CA	Must pay monthly per subscriber fees as follows: \$0.15 in 2003; \$0.16 in 2004; and \$0.17 in 2005 to carry ABC
	KARE NBC	Minneapolis-St. Paul, MN	Must pay monthly per subscriber fees as follows: \$0.18 in 2003; \$0.19 in 2004; and \$0.20 in 2005 to carry NBC
	WUSA CBS	Washington, D.C.	Must pay monthly per subscriber fees as follows: \$0.30 in 2003, plus \$50.00 administrative fee to carry CBS
	KUSA-TV NBC	Denver, CO	Must pay monthly per subscriber fees as follows: \$0.60 in 2003; \$0.65 in 2004; and \$0.70 in 2005 to carry NBC



Network Owner/ Broadcasting Group	Station/Network	Designated Market Area	Demand for Carriage of Local Station
Hearst-Argyle Television and Affiliated Companies	KOCO-TV ABC	Okalahoma City, OK	Must launch Lifetime if not already carried to carry ABC  For operators already carrying Lifetime, must pay monthly per subscriber fees as follows: \$0.60 in 2003; \$0.65 in 2004; and \$0.70 in 2005 to carry ABC
	WPTZ NBC	Plattsburgh, NY	Must carry Lifetime and Lifetime Movie Network or pay monthly per subscriber fees as follows: \$0.60 in 2003; \$0.65 in 2004; and \$0.70 in 2005 to carry ABC
	WESH NBC	Daytona Beach-Orlando, FL	Must carry Lifetime and Lifetime Movie Network to carry NBC
Cox Broadcasting	WTOV-TV NBC	Steubenville, OH - Wheeling, WV	Pay monthly per subscriber fees as follows: \$0.35 in 2003; \$0.39 in 2004; \$0.43 in 2005; \$0.47 in 2006; and \$0.52 in 2007 to carry NBC
	WJAC-TV NBC	Johnstown, PA	Pay monthly per subscriber fees as follows: \$0.35 in 2003; \$0.39 in 2004; \$0.43 in 2005; \$0.47 in 2006; and \$0.52 in 2007 to carry NBC